

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

SYNOPSYS, INC.,)	C.A. No. 05-701 GMS
a Delaware Corporation,)	
)	
Plaintiff and)	
Counter-Defendant,)	
)	
v.)	
)	
MAGMA DESIGN AUTOMATION,)	
a Delaware Corporation,)	
)	
Defendant and)	
Counterclaimant.)	
)	
AND RELATED COUNTERCLAIMS.)	
)	

**DECLARATION OF DARA TABESH IN SUPPORT OF
MAGMA DESIGN AUTOMATION'S MOTION TO STRIKE,
DISMISS, AND/OR SEVER AND STAY SYNOPSYS'S ALLEGATIONS AND
AFFIRMATIVE DEFENSES**

I, Dara Tabesh, am an attorney at the law firm of Pooley & Oliver LLP, counsel of record for Defendant and Counterclaimant in the above-referenced matter. I have personal knowledge of all the facts contained herein and, if called to testify, could and would competently testify thereto.

1. Since Synopsys, Inc. ("Synopsys") filed its Reply to Magma Design Automation Inc.'s Second Amended Answer to Complaint and Counterclaims, And Synopsys's Counterclaim ("Reply") on June 14, 2006, the parties have met and conferred concerning the allegations and defenses on which Magma Design Automation, Inc. ("Magma") has moved to strike in the accompanying motion.

2. On June 26, 2006, at an in-person meet and confer on other issues, I informed counsel for Synopsys, Valerie M. Wagner, that Magma was considering bringing a motion to strike concerning the allegations related to the California Action. Ms. Wagner and I discussed the parties' respective positions with an understanding that we would continue the discussion at a later date. During that discussion, I asked Ms. Wagner which of Synopsys's affirmative defenses are supported by the allegations in question. She responded that many of them were, though most obviously, unclean hands.

3. On June 30, 2006, Ms. Wagner and I discussed by telephone the allegations in question. Ms. Wagner reiterated Synopsys's position that the allegations in question are relevant to its unclean hands defense, particularly with respect to Magma's antitrust claims. Ms. Wagner also contended that Magma opened the door to introduction of these allegations by making its own allegations concerning the California Action.

4. During that discussion, I informed Ms. Wagner that Magma was also considering moving to strike on certain of Synopsys's affirmative defenses, including unclean hands. Ms. Wagner responded that Synopsys's allegations and affirmative defenses satisfied the standards of notice pleading.

5. Ultimately, the parties were unable to resolve their disagreements concerning the allegations and affirmative defenses in question.

I declare under penalty of perjury that the foregoing is true and correct.

DATED: July 5, 2006

/s/ Dara Tabesh

DARA TABESH

CERTIFICATE OF SERVICE

I hereby certify that on July 5, 2006, I electronically filed with the Clerk of Court the foregoing DECLARATION OF DARA TABESH IN SUPPORT OF MAGMA DESIGN AUTOMATION'S MOTION TO STRIKE, DISMISS, AND/OR SEVER AND STAY SYNOPSYS'S ALLEGATIONS AND AFFIRMATIVE DEFENSES using CM/ECF which will send electronic notification of such filing(s) to the below-listed Delaware counsel. In addition, the filing will also be sent via hand delivery to:

Karen Jacobs Louden, Esquire
Morris, Nichols, Arsh & Tunnell
1201 North Market Street
Wilmington, DE 19801

Attorneys for Plaintiff
Synopsys, Inc.

I hereby certify that on July 5, 2006, I have mailed by United States Postal Service, the document(s) to the following non-registered participants:

Valerie M. Wagner, Esquire
Dechert LLP
1117 California Avenue
Palo Alto, CA 94304

Attorneys for Plaintiff
Synopsys, Inc.

/s/ William J. Marsden, Jr.

William J. Marsden, Jr.